

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
ENRON CORP, ET. AL.,)	Case No. 01-16034(AJG)
)	(Jointly Administered)
Debtors.)	

**ORDER AUTHORIZING *NUNC PRO TUNC* RETENTION
OF PRICEWATERHOUSECOOPERS LLP
AS FINANCIAL ADVISORS
FOR THE DEBTORS AND DEBTORS IN POSSESSION**

Upon the application, dated February 7, 2002 (the "Application"), of Enron Corp. and its affiliated debtor entities, as debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to section 327(a) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Debtors to retain PricewaterhouseCoopers LLP ("PricewaterhouseCoopers") as financial advisors; and upon the Affidavit of Dominic DiNapoli in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that PricewaterhouseCoopers neither holds nor represents any interest adverse to the Debtors' estates; and it appearing that PricewaterhouseCoopers is "disinterested", as that term is defined in section 101(14) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interest of the estates and their creditors; after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Application, as amended, be, and it hereby is, granted; and it is further

ORDERED that, in accordance with section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain PricewaterhouseCoopers, *nunc pro tunc* as of December 21, 2001, as their financial advisors (i) on the terms and conditions set forth in the Application; provided, however, that no PricewaterhouseCoopers professional who has worked on any engagement for or relating to LJM Cayman, L.P. ("LJM") or LJM2 Co-Investment, L.P. ("LJM2") shall have any role in the performance of services in connection with PricewaterhouseCoopers' engagement as financial advisors to the Debtors, and (ii) that PricewaterhouseCoopers shall not provide any services to the Debtors with respect to the Debtors' relationship with LJM or LJM2; and it is further

ORDERED that PricewaterhouseCoopers shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, this Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated January 17, 2002, and such Bankruptcy Rules as may then be applicable, from time to time, and such other procedures as may be established by order of this Court.

Dated: New York, New York
March 18, 2002

s/Arthur J. Gonzalez
HONORABLE ARTHUR J. GONZALEZ
UNITED STATES BANKRUPTCY JUDGE